

**IN THE UNITED STATES DISTRICT COURT FOR THE
WESTERN DISTRICT OF OKLAHOMA**

DEBORAH G. MALLOW IRA SEP)
INVESTMENT PLAN, Individually and)
derivatively on behalf of CHESAPEAKE)
ENERGY CORPORATION,)

Plaintiff,)

vs.)

Case No. CIV-12-436-M

AUBREY K. McCLENDON,)
RICHARD K. DAVIDSON,)
KATHLEEN M. EISBRENNER,)
V. BURNS HARGIS,)
FRANK KEATING,)
CHARLES T. MAXWELL,)
MERRILL A. MILLER, JR.,)
DON L. NICKLES, and)
LOU SIMPSON,)

Defendants,)

and)

CHESAPEAKE ENERGY)
CORPORATION, an Oklahoma)
Corporation,)

Nominal Defendant.)

CHRISTOPHER SNYDER, Individually)
and derivatively on behalf of)
CHESAPEAKE ENERGY)
CORPORATION,)

Plaintiff,)

vs.)

Case No. CIV-12-437-M

AUBREY K. McCLENDON,)
RICHARD K. DAVIDSON,)
KATHLEEN M. EISBRENNER,)
V. BURNS HARGIS,)

FRANK KEATING,)
CHARLES T. MAXWELL,)
MERRILL A. MILLER, JR.,)
DON L. NICKLES, and)
LOU SIMPSON,)

Defendants,)

and)

CHESAPEAKE ENERGY)
CORPORATION, an Oklahoma)
Corporation,)

Nominal Defendant.)

DOLEZAL FAMILY LIMITED)
PARTNERSHIP, Derivatively on Behalf)
of Nominal Defendant CHESAPEAKE)
ENERGY CORP.,)

Plaintiff,)

vs.)

Case No. CIV-12-477-M

AUBREY K. McCLENDON,)
RICHARD K. DAVIDSON,)
KATHLEEN M. EISBRENNER,)
V. BURNS HARGIS, FRANK)
KEATING, CHARLES T. MAXWELL,)
MERRILL A. MILLER, JR., DON L.)
NICKLES, and LOUIS A. SIMPSON,)

Defendants,)

and)

CHESAPEAKE ENERGY CORP.,)

Nominal Defendant.)

BRIAN F. LEONARD, Individually and)
 derivatively on behalf of CHESAPEAKE)
 ENERGY CORPORATION,)

Plaintiff,)

vs.)

Case No. CIV-12-479-M

AUBREY K. McCLENDON,)
 RICHARD K. DAVIDSON,)
 KATHLEEN M. EISBRENNER,)
 V. BURNS HARGIS,)
 FRANK KEATING,)
 CHARLES T. MAXWELL,)
 MERRILL A. MILLER, JR.,)
 DON L. NICKLES, and)
 LOUIS SIMPSON,)

Defendants,)

and)

CHESAPEAKE ENERGY)
 CORPORATION, an Oklahoma)
 Corporation,)

Nominal Defendant.)

JACOB SHOCHAT, Derivatively and)
 on Behalf of CHESAPEAKE ENERGY)
 CORPORATION,)

Plaintiff,)

vs.)

Case No. CIV-12-488-M

AUBREY K. McCLENDON, RICHARD)
 K. DAVIDSON, KATHLEEN M.)
 EISBRENNER, V. BURNS HARGIS,)
 FRANK KEATING, CHARLES T.)
 MAXWELL, MERRILL A. MILLER, JR.,)
 DON L. NICKLES, and LOUIS A.)
 SIMPSON,)

Defendants,)
)
)
and)
)
CHESAPEAKE ENERGY)
CORPORATION,)
)
Nominal Defendant.)

THE DAVID A. KROLL, INC.)
EMPLOYEES' PROFIT-SHARING PLAN)
AND TRUST, derivatively on behalf of)
CHESAPEAKE ENERGY)
CORPORATION,)
)
Plaintiff,)

vs.)
)
AUBREY K. MCCLENDON, RICHARD)
K. DAVIDSON, V. BURNS HARGIS,)
FRANK A. KEATING, BREENE M.)
KERR, CHARLES T. MAXWELL, DON)
L. NICKLES, FREDERICK B.)
WHITTEMORE, MARCUS C.)
ROWLAND, MICHAEL A. JOHNSON,)
LOUIS A. SIMPSON, KATHLEEN M.)
EISBRENNER, and MERRILL A.)
MILLER, JR.,)

Defendants,)
)
)
and)
)
CHESAPEAKE ENERGY)
CORPORATION,)
)
Nominal Defendant.)

STEPHEN ROBACZYNSKI, Derivatively)
On Behalf of Nominal Defendant)
CHESAPEAKE ENERGY)

Case No. CIV-12-493-M

CORPORATION,)

Plaintiff,)

vs.)

Case No. CIV-12-501-M

AUBREY K. MCCLENDON, RICHARD)

K. DAVIDSON, KATHLEEN M.)

EISBRENNER, V. BURNS HARGIS,)

FRANK KEATING, CHARLES T.)

MAXWELL, MERRILL A. MILLER, JR.,)

DON NICKLES, and LOU SIMPSON,)

Defendants,)

and)

CHESAPEAKE ENERGY)

CORPORATION,)

Nominal Defendant.)

NORMAN SPIEGEL, Derivatively On)

Behalf of Nominal Defendant)

CHESAPEAKE ENERGY)

CORPORATION,)

Plaintiff,)

vs.)

Case No. CIV-12-502-M

AUBREY K. MCCLENDON, RICHARD)

K. DAVIDSON, KATHLEEN M.)

EISBRENNER, V. BURNS HARGIS,)

FRANK KEATING, CHARLES T.)

MAXWELL, MERRILL A. MILLER, JR.,)

DON NICKLES, and LOU SIMPSON,)

Defendants,)

and)

CHESAPEAKE ENERGY)

CORPORATION,)
)
Nominal Defendant.)

HOWARD ROSENGARTEN, Derivatively)
on Behalf of CHESAPEAKE ENERGY)
CORPORATION,)
)
Plaintiff,)

vs.) Case No. CIV-12-505-M
)

AUBREY K. MCCLENDON,)
MERRILL A. MILLER, JR.,)
DON NICKLES,)
CHARLES T. MAXWELL,)
FRANK KEATING,)
RICHARD K. DAVIDSON,)
V. BURNS HARGIS,)
KATHLEEN M. EISBRENNER,)
LOUIS A. SIMPSON,)
BREENE M. KERR, and)
FREDERICK B. WHITTEMORE,)
)
Defendants,)

and)
)
CHESAPEAKE ENERGY)
CORPORATION, an Oklahoma)
corporation,)
)
Nominal Defendant.)

ARTHUR ALBERTS, Individually and)
derivatively on behalf of CHESAPEAKE)
ENERGY CORPORATION,)
)
Plaintiff,)

vs.) Case No. CIV-12-545-M
)

AUBREY K. McCLENDON, RICHARD)
 K. DAVIDSON, KATHLEEN M.)
 EISBRENNER, V. BURNS HARGIS,)
 FRANK KEATING, CHARLES T.)
 MAXWELL, MERRILL A. MILLER, JR.,)
 DON L. NICKLES, and LOU SIMPSON,)

Defendants,)

and)

CHESAPEAKE ENERGY)
 CORPORATION, an Oklahoma)
 Corporation,)

Nominal Defendant.)

JOEL GERBER, Derivatively on Behalf)
 of CHESAPEAKE ENERGY)
 CORPORATION,)

Plaintiff,)

vs.)

Case No. CIV-12-584-M

AUBREY K. McCLENDON, RICHARD)
 K. DAVIDSON, KATHLEEN M.)
 EISBRENNER, V. BURNS HARGIS,)
 FRANK KEATING, CHARLES T.)
 MAXWELL, MERRILL A. "PETE")
 MILLER, JR., DON NICKLES, LOUIS A.)
 SIMPSON, BREENE M. KERR, and)
 FREDERICK B. WHITTEMORE,)

Defendants,)

and)

CHESAPEAKE ENERGY)
 CORPORATION, an Oklahoma)
 Corporation,)

Nominal Defendant.)

GREG ERICKSON,)
)
Plaintiff,)
)
vs.) Case No. CIV-12-631-M
)
AUBREY K. MCCLENDON,)
RICHARD K. DAVIDSON,)
V. BURNS HARGIS,)
FRANK KEATING,)
BREENE M. KERR,)
CHARLES T. MAXWELL,)
DON NICKELS,)
FREDERICK B. WHITTEMORE,)
MERRILL A. MILLER, JR.,)
KATHLEEN M. EISBRENNER,)
LOUIS A. SIMPSON,)
)
Defendants,)
)
and)
)
CHESAPEAKE ENERGY)
CORPORATION,)
)
Nominal Defendant.)

TIMOTHY POH, Derivatively on Behalf)
of CHESAPEAKE ENERGY)
CORPORATION,)
)
Plaintiff,)
)
vs.) Case No. CIV-12-743-M
)
AUBREY K. MCCLENDON,)
BOB G. ALEXANDER,)
ARCHIE W. DUNHAM,)
V. BURNS HARGIS,)
VINCENT J. INTRIERI,)
R. BRAD MARTIN,)
MERRILL A. "PETE" MILLER, JR.,)
FREDERIC M. POSES,)

| | |
|--------------------------|---|
| LOUIS A. SIMPSON, |) |
| RICHARD K. DAVIDSON, |) |
| KATHLEEN M. EISBRENNER, |) |
| FRANK KEATING, |) |
| BRENE M. KERR, |) |
| CHARLES T. MAXWELL, |) |
| DON NICKLES, and |) |
| FREDERICK B. WHITTEMORE, |) |
| |) |
| Defendants, |) |
| |) |
| and |) |
| |) |
| CHESAPEAKE ENERGY |) |
| CORPORATION, |) |
| |) |
| Nominal Defendant. |) |

ORDER

As set forth in a separate order issued this date, the Court finds that all of the related Chesapeake shareholder derivative cases should be consolidated and Kahn, Swick & Foti, LLC should be appointed lead counsel for plaintiff. Accordingly,

IT IS HEREBY ORDERED THAT:

1. The following derivative actions are related actions and are hereby consolidated for all purposes, including pretrial proceedings and trial, pursuant to Federal Rule of Civil Procedure 42(a): (i) *Deborah G. Mallow IRA SEP Inv. Plan v. McClendon, et al.*, Case No. CIV-12-436-M; (ii) *Snyder v. McClendon, et al.*, Case No. CIV-12-437-M; (iii) *Dolezal Family Limited P'ship v. McClendon, et al.*, Case No. CIV-12-477-M; (iv) *Leonard v. McClendon, et al.*, Case No. CIV-12-479-M; (v) *Shochat v. McClendon, et al.*, Case No. CIV-12-488-M; (vi) *The David A. Kroll, Inc. Employees' Profit-Sharing Plan and Trust v. McClendon, et al.*, Case No. CIV-12-493-M; (vii) *Robaczynski v. McClendon, et al.*, Case No. CIV-12-501-M; (viii) *Spiegel v. McClendon, et al.*,

Case No. CIV-12-502-M; (ix) *Rosengarten v. McClendon, et al.*, Case No. CIV-12-505-M; (x) *Alberts v. McClendon, et al.*, Case No. CIV-12-545-M; (xi) *Gerber v. McClendon, et al.*, Case No. CIV-12-584-M; (xii) *Erickson v. McClendon, et al.*, Case No. CIV-12-631-M; and (xiii) *Poh v. McClendon, et al.*, Case No. CIV-12-743-M (collectively, the “Derivative Actions”). The consolidated action shall hereinafter be referred to in this Order as the “Consolidated Derivative Action.”

2. All papers and documents previously served and filed in the Derivative Actions consolidated herein are deemed a part of the record in the Consolidated Derivative Action.

3. Every pleading filed in this Consolidated Derivative Action, or in any separate action included herein, must bear the following caption:

**IN THE UNITED STATES DISTRICT COURT FOR THE
WESTERN DISTRICT OF OKLAHOMA**

| | | |
|-------------------------|---|----------------------------|
| IN RE CHESAPEAKE ENERGY |) | |
| CORPORATION 2012 |) | Lead Case No. CIV-12-436-M |
| SHAREHOLDER |) | Relating to: |
| DERIVATIVE LITIGATION |) | [] |

4. When a pleading or other court paper filed in the Consolidated Derivative Action is intended to apply to all derivative actions therein, the words “All Derivative Actions” shall appear immediately under the words “Relating to:” in the caption set forth above. When a pleading or other court paper is intended to be applicable only to one, or some, but not all of such actions, the party filing the document shall indicate the action(s) to which the document is intended to be applicable by last name of the named plaintiff(s) and the docket number(s).

5. The files of these consolidated actions shall be maintained in one file under Lead Case No. CIV-12-436-M.

6. Lead Counsel for Plaintiff for the conduct of this Consolidated Derivative Action is:

KAHN SWICK & FOTI, LLC
LEWIS S. KAHN
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ALBERT M. MYERS
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MELINDA A. NICHOLSON
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206 Covington Street
Madisonville, Louisiana 70447
Telephone: (504) 455-1400
Facsimile: (504) 455-1498

7. Oklahoma Liaison Counsel for Plaintiff for the conduct of this Consolidated Derivative Action is:

STRONG, MARTIN & ASSOCIATES, PLLC
DON S. STRONG (OBA No. 13874)
dss@strongmartin.com
G. STEPHEN MARTIN (OBA No. 17091)
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2700 First National Center
120 North Robinson Avenue
Oklahoma City, Oklahoma 73102
Telephone: (405)604-7500
Facsimile: (405) 604-7503

8. Plaintiff's Lead Counsel shall have authority to speak for Plaintiff in all matters regarding the prosecution and resolution of the Consolidated Derivative Action, including with respect to pretrial procedure, motion practice and discovery, trial, and settlement negotiations, and shall make all work assignments in such manner as to facilitate the orderly and efficient prosecution of this litigation and to avoid duplicative or unproductive effort. Defendants' counsel may rely upon agreements made with Plaintiff's Lead Counsel and such agreements shall be binding on all plaintiffs.

9. Plaintiff's Lead Counsel shall be responsible for coordinating all activities and appearances on behalf of Plaintiff and for the dissemination of notices and orders of the Court. No motion, request for discovery, or other pretrial or trial proceedings will be initiated or filed by any Plaintiff except through Plaintiff's Lead Counsel.

10. This Order shall apply to each shareholder derivative action arising out of the same or substantially the same transactions or events as the Consolidated Derivative Action, which is subsequently filed in, removed to, or transferred to this Court.

11. If any shareholder derivative case which properly belongs as part of the *In re Chesapeake Energy Corp. 2012 S'holder Derivative Litig.*, Lead Case No. CIV-12-436-M is hereafter filed in this Court or transferred here from another court, counsel shall call to the attention of the Clerk of the Court the filing or transfer of any such case that might properly be consolidated as part of the *In re Chesapeake Energy Corp. 2012 S'holder Derivative Litig.*, Lead Case No. CIV-12-436-M, and counsel shall assist in assuring that counsel in subsequent actions receive notice of this Order.

12. The consolidation of these actions is for the procedural and administrative convenience of the Court and the parties and does not constitute a waiver or compromise of any rights the parties would otherwise have.

13. Plaintiff shall file a consolidated complaint ("Consolidated Complaint") no later than forty-five (45) days following the entry of this Order. The Consolidated Complaint shall be deemed the operative complaint, superseding all complaints filed in any of the Derivative Actions. Defendants shall have up to sixty (60) days after the filing of the Consolidated Complaint to move, answer or otherwise respond to the Consolidated Complaint. Plaintiff shall file its opposition to any

motion(s) filed by defendants with respect to the Consolidated Complaint within thirty (30) days after the filing of defendants' motion(s). Defendants shall file any replies to Plaintiff's opposition within fifteen (15) days after Plaintiff's filing of its opposition(s).

IT IS SO ORDERED this 13th day of July, 2012.



VICKI MILES-LaGRANGE
CHIEF UNITED STATES DISTRICT JUDGE